

# Constitution of the **Theatrical Sound Designers and Composers Association**

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## **MISSION STATEMENT**

The Theatrical Sound Designers and Composers Association (TSDCA) is a professional membership organization of sound designers and composers for the performing arts working in the United States. Through advocacy, ongoing education, mentorship, and outreach we seek to advance our community and promote sound design and composition as vital artistic components of the collaborative art of live theater. This organization is not a union or collective bargaining unit, but will provide a forum for sound designers and composers to exchange ideas and engage in activities that will strengthen our field and reinforce our standing as artists in the theater community.

## **CODE OF CONDUCT**

We advocate for a diverse creative community, as we know it strengthens and enriches the field of sound design and composition. We recognize and celebrate individual differences among all theater artists, including but not limited to race, ethnicity, age, gender, gender identity or expression, sexual orientation, physical abilities, nationality, language, religious beliefs or socioeconomic background. All artists deserve equal access and a safe working environment where the only risks people face are artistic challenges. We are committed to the pursuit of professional standards that include equitable fair dealings with all our collaborators.

## **ARTICLE I. NAME AND SEAL**

The name of this association shall be the Theatrical Sound Designers and Composers Association, TSDCA. Its seal shall be of a design adopted by its Executive Board. Its principal offices shall be in the State of New York. It shall continue until dissolved.

## **ARTICLE II. PURPOSE**

**Community:** The association will provide our members forums for networking, mentorship, and exchange of ideas and practices.

**Provide Advocacy:** TSDCA gives voice to professional Theatrical Sound Designers and Composers. The association will promote to the larger theatrical community and public, the value and artistry of Conceptual Sound Design, Reinforcement Sound Design, and Music Composition for live performance.

**Education:** TSDCA strives to provide resources for continuing education for all our members: early career and established; union and non-union; Sound Designers and Composers. As artistic vision and technology evolve, so must we.

**Outreach:** TSDCA will work cooperatively with other theatrical organizations, and the larger sound and music community in the USA and worldwide, sharing ideas and information that advance our common interests.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Categories of Membership**

There shall be at least seven (7) standing membership categories: Professional Sound Designer or Composer, Early Career Sound Designer or Composer, Affiliated Professional, Corporate, Not- for-Profit, Emeritus, and Supporting Memberships. The Executive Board shall have the authority to amend membership categories as set forth in Section 3 below.

### **Section 2. Membership**

- a. The Executive Board shall have the authority to establish eligibility requirements for Membership.
- b. Each Professional, Early Career, Affiliated, and Emeritus Member shall enjoy all benefits of the association including, but not limited to, full voting privileges, eligibility to serve as a member of the Executive Board, or to serve as a committee chair or member.
- c. Types of Membership include, but are not limited to,
  - i. Professional Sound Designer or Composer

This membership category is composed of professional sound designers and composers working in live performance. It includes select professional cohorts such as associates and assistants and includes professional teachers of theatrical sound. They must have a demonstrated history of professional work.
  - ii. Early Career Sound Designer or Composer

This membership category is for early career sound designers working in the United States. This includes designers who have recently left the educational system.
  - iii. Affiliated Professional

This membership category is for individuals who work regularly with sound designers. It includes live sound engineers, resident engineers, recording engineers, FOH mixers, musicians, piano tuners, etc.

iv. Supporting

This membership category for anyone who supports sound designers and what they are trying to do with this association.

v. Corporate

vi. Not-for-profit

vii. Emeritus

This membership category is for the Professional Member who reaches the age of 65 - Status and all rights remain as Professional Member.

d. The Membership Committee shall have the authority to review and re-classify membership status. Membership will become active upon payment of any difference in category dues between the original membership and the re-classified category.

### **Section 3. Changes in Membership Categories**

a. The Executive Board shall have the authority to establish, amend or rescind membership categories, to set their eligibility requirements, and to determine what benefits and privileges of the association such categories will enjoy, with the exception of restrictions listed in (b) below. Acts of the Executive Board that affect membership categories shall be communicated forthwith to the members of the association.

b. No additional membership category shall be granted any benefit or privilege that is not available to a Professional Member of the association. This does not pertain to dues.

### **Section 4. Application for Membership**

a. Any person wishing to apply for membership shall complete and submit an online application. The Executive Board may adjust application requirements from time to time such as Membership drives or by special invitation.

b. The Membership Committee shall review all applications and determine if the applicant meets the eligibility requirements of the membership category. The Membership Committee may accept, reject, or re-classify an application to another category.

c. Should an applicant disagree with the determination of the Membership Committee, the applicant may appeal the determination by applying to the Executive Board Secretaries for a hearing in the following venue:

The applicant may appeal to the Executive Board and will be heard (or have a written appeal read) at the next regularly scheduled meeting of the Executive Board. A two-thirds (2/3) majority vote of the Executive Board shall be required to overrule the determination of the Membership Committee and shall be a final determination for this application without further avenue for appeal.

## **Section 5. Dues**

a. The Executive Board shall establish the dues and fees payable by each category of membership after considering the services and benefits offered to each. Any changes in the dues structure will be submitted to the Professional Membership for a ballot vote, and shall become effective if approved by a simple majority of the Professional Membership voting. Said proposal, along with a statement from the Treasurer of the association, shall be communicated to the voting Membership prior to the commencement of voting.

b. The Executive Board shall have the authority to suspend the requirement of any fees, but not dues, payable by a member or applicant for any category for a special event or other special membership drive or circumstance. Such suspension will require a two-thirds (2/3) majority vote of the Executive Board.

c. The Executive Board shall have the authority to designate any Professional Member of the association as a Lifetime Professional Member. Lifetime Professional Members shall enjoy all benefits and privileges of Professional Members, but shall be exempt from dues for the remainder of their membership in the Association. Approval of such designation shall require a unanimous vote of the Executive Board. Those in consideration may not be current members of the Executive Board.

d. The dues will be valid for the term of one year from the start of membership. Annual dues must be paid within 90 days of receipt of invoice to maintain active membership.

## **Section 6. Withdrawal from Membership and Reinstatement**

a. Members may request withdrawal from membership in the association by communicating such to the secretaries of the Executive Board. Withdrawal shall be effective immediately upon receipt of such communication. Dues will be non-refundable.

b. Former members may be reinstated to membership in the association by communicating such to the Membership Committee of the association. The Membership Committee shall determine the appropriate current category for the reinstatement and communicate to the former member such dues that are applicable for reinstatement. Should the former member disagree with the determination of the Membership Committee, said former member may appeal the determination as outlined in Section 4 (c) above.

## **ARTICLE IV. GOVERNMENT**

### **Section 1. Executive Board**

When speaking on behalf of TSDCA, the Executive Board will promote the mission of the association and not a specific member's opinions or work. This holds for all representation including but not limited to public appearance, print, online, and social media.

Rules, Regulations, and Procedures shall be established at the first meeting of the Executive Board following the annual election.

a. The governing body of this Association shall be known as the Executive Board and shall consist of Co-Chairs (2), Vice Chairs (2), Secretaries (2), Treasurer (1), Member at Large (1), Early Career Representative (1), and Regional Representatives (6). The Regional Representatives will consist of two (2) each from the Eastern, Central, and Western regions of the United States, (These regions shall be defined using the geographical regions of United Scenic Artists as a guideline.) Only Professional Members of the Association may serve as members of the Executive Board, with the exception of the Early Career Representative, which shall be voted in by that category of members. (At-large is a designation for members of a governing body who are elected to represent the whole membership of the body, rather than a subset of that membership.)

b. Officers of the Association shall serve a term of two (2) years. The six (6) Regional Representatives shall serve a term of three (3) years on an overlapping basis; however, in the first election after the ratification of this Constitution, two (2) Regional Representatives shall be elected for a term of three (3) years, two (2) for a term of two (2) years, and two (2) for a term of one (1) year. The one (1) Member-at-Large Representative and the one (1) Early Career Representative shall serve for a term of two (2) years.

#### 1. Initial Formation of the Board

A week before the Membership opens in the fall of 2015, the Precursory Board will elect from within themselves the full complement of the Executive Board - Officers and Regional Representatives. An Early Career Representative will be appointed. Any members of the Precursory Board not elected to a specific position will serve as Members at Large through the first national vote in May 2016. One (1) Co-chair, one (1) vice chair, and one (1) secretary will be elected for a term of two (2) years, with the other co-chair, vice chair, and secretary only serving till July 1st of 2016. The Treasurer will serve thru July 1<sup>st</sup>, 2017.

At the first vote in May 2016:

All six (6) Regional Representatives and the one (1) Member at Large will be elected from the Professional Membership category as per the nominating procedures listed below. The one (1) Early Career Representative will be elected from the Early Career Membership category in the same manner.

One (1) Co-Chair, one (1) Vice Co-Chair, one (1) Secretary will be elected from the Professional Membership category as per the nominating procedures listed below.

c. A vacancy on the Executive Board other than as described in Article IV, Section 2 (paragraph f) shall be filled by appointment of the Executive Board, and the successor shall serve until the next annual election.

d. The Executive Board shall be responsible for and authorize all disbursements through the

treasurer. Funds are exclusively for organizational use. Disbursements shall be made in the following manner:

1. The Treasurer is responsible for creating and executing the yearly budget as approved by the Executive Board. For unexpected necessary expenditures under One Hundred US Dollars (\$100) the Treasurer may authorize these funds.
2. For amounts up to and including One Thousand US Dollars (\$1000) the Executive Board shall have the authority to establish payment methods including, but not limited to: electronic funds transfer, electronic bill payment, and/or the use of credit/debit cards.
3. For amounts in excess of One Thousand US Dollars (\$1000) disbursement shall be in the form of a check drawn upon the general fund of the Association and signed by two (2) Officers of the Association, one of whom shall be the Treasurer, unless by reason of employment, or other good and sufficient cause as determined by the Executive Board the Treasurer is unavailable.

It is the intent of this Section that no single invoice or payment is broken into multiple payments for the express purpose of subverting the requirements listed above in Section 1(d)(2).

e. The Executive Board on its own initiative shall have the power to take any action necessary and render any decision necessary to carry out fully and adequately all provisions contained in the Constitution of this Association, and in order to effect such action the Executive Board shall have the right to represent and act for any member, or members, and/or appoint representatives to act for any member, or members, on its behalf and to take such further action as it may deem necessary.

f. The Executive Board shall meet at least quarterly at such place and time as the Executive Board may designate. An online platform must be made available for every meeting. Every meeting will be recorded aurally solely for the Executive Board (such as a member who is unable to attend), and minutes written by the Secretary will be made available to the voting members by request. Confidential information may be redacted. Any member in good standing may propose an agenda item for discussion at the Executive Board Meetings by contacting the Secretaries for inclusion. The deadline for requests is no later than 24 hours prior to the meeting. All requests will be considered, pending the approval of the Vice Co-Chairs.

g. A quorum of the Executive Board shall consist of nine members of the Executive Board and must include at least one of the current Co-Chairs and one of the current Vice-Chairs. If a member of the Executive Board can't attend an Executive Board meeting, they may appoint another Professional Member of the Association to be present and act as their Proxy. Proxies may be used to establish a quorum at an Executive Board Meeting. They may vote on matters included in the notice of meeting, and/or on matters raised at the meeting, or according to directions of the Executive Board Member they are representing. Proxies shall be announced

at the beginning of the meeting and at each instance when they are voting. Proxies shall be communicated to the Chair of the meeting prior to the start of the meeting for recording in the minutes. Any present Executive Board Member acting as Proxy can only represent one additional vote. Any present Professional Member not on the Executive Board can represent one individual as a Proxy.

**h. Removal of a Member of the Executive Board**

1. The Executive Board may require that a member of the Board be removed by referendum. The board member in question is allowed a hearing by the Executive Board. If a referendum is required it shall be approved by a quorum of the Executive Board.

2. The membership may require that a member of the Executive Board be removed by referendum at the written request of thirty-five (35) Professional Members in good standing. The board member in question is allowed a hearing by the Executive Board where the referendum is approved or denied.

3. If the referendum is approved, the Executive Board shall inform the member by written notice, which shall be served upon the member by registered or certified mail and email, directed to the member's address as it appears on the books or record of the association thirty (30) days before the referendum is voted upon. Said notice shall state the reason for removal as described by the Executive Board or Professional Membership.

4. A vote on the referendum shall be taken by the Professional Membership thirty (30) days after distribution. The offending member will be removed from the Executive Board by a two thirds (2/3) majority vote.

**i.** The Executive Board may by its own action submit any proposal at any time to the Professional membership for referendum vote, if it should so desire. A referendum vote shall override all other past determinations on a particular matter, whether the Executive Board, its officers, or the membership at a membership meeting made such determinations.

**j.** Notwithstanding anything stated in the above provisions, it is the essence of this Constitution that all powers of this organization reside in the Professional, Early Career, Affiliated, and Emeritus membership as a body and that the powers of the Executive Board and its officers derive from the Professional Membership.

**Section 1a. Councils**

a. The Executive Board shall have the power to establish and dissolve councils, and exercise oversight, as it may deem necessary.

The councils of the Executive Board include, but are not limited to:

1. Development Council

2. Finance Council
3. Outreach Council
4. Bylaws/Legal Council
5. Nominating Council

The council members of Finance must include the Treasurer, and councils are staffed by volunteers from within the Professional, Affiliated and Early Career Membership, and approved by the Executive Board, and any others that the Executive Board appoints. All members shall have an equal voice within the Council and must remain active members.

The Executive Board shall approve all decisions by the councils.

### **Section 1b. Committees**

a. The Executive Board shall have the power to establish and dissolve committees, and exercise oversight, as it may deem necessary.

The Association committees include, but are not limited to:

1. Membership Committee
2. Education/Mentorship Committee
3. Work Practices Committee
4. Communications Committee
5. Equity Diversity and Inclusion Committee

Every 10 years a committee shall be formed to review and recommend changes to the bylaws of the Association.

Committees are staffed by volunteers from within the Membership. All members shall have an equal voice within the Committee and must remain active members.

The committee members vote committee chairs on for a term of two (2) years. Every committee is staffed by two (2) Co-Chairs. A Co-Chair may assign a proxy if not available for duties. At least one (1) Co-Chair will preside over all meetings. In the event a committee chooses to not elect co-chairs, the Executive Board will appoint co-chairs from within the committee or recruit co-chairs from the general TSDCA membership after consulting with both the committee members and referencing past candidates gathered by the Nominating Council. A Professional Member can only serve as a Co-Chair of one committee at a time.

The Executive Board shall approve all decisions by the committees. A Chair of each Committee shall provide updates on their work to the Executive Board, at the Annual Meeting, and at the request of the Executive Board.

### **Section 1c. Working Groups**

a. The Executive Board, Councils, and all Committees shall have the power to establish and



dissolve working groups, and exercise oversight, as it may deem necessary.

Working Groups are approved by the Executive Board and are staffed by volunteers from within the Membership. Working Groups shall provide updates on their work to the Board/Council/Committee that formed them or upon request of the Executive Board. All members shall have an equal voice within the Working Group and must remain active members.

The Executive Board shall approve all decisions by the working groups.

## **Section 2. Officers**

a. The Officers of this Association shall consist of Co-Chairs (2), Vice Chairs (2) , Secretaries (2), and a Treasurer (1). Their terms of office shall be two (2) years.

A Member of the Executive Board may only serve in the same position for four (4) consecutive terms.

b. The Co-Chairs shall be the first and second executive officers of the Association, shall preside at all membership meetings, and shall perform such other duties as the Executive Board may from time to time determine.

c. The Vice Chairs shall perform the duties and exercise the powers of the Co-Chairs in the absence of the latter, shall preside at meetings of the Executive Board, and shall perform such other duties as the Executive Board may from time to time determine. The Executive Board shall determine which Vice-Chair shall preside at its meetings.

d. The primary responsibilities of the Secretaries are to disseminate the minutes of the Association to the Executive Board, to maintain the membership record, be responsible for all correspondence within the Association, and perform such duties as the Executive Board may, from time to time, determine. Minutes will be available online to entire membership within 72 hours.

e. The Treasurer, or any person or persons designated by the Executive Board, shall receive all monies of the Association and shall deposit the same as directed by the Executive Board. The Treasurer, or any person or persons designated by the Executive Board, shall make disbursements from the funds of the Association as authorized by the Executive Board from time to time. The Treasurer shall keep accurate financial accounts and shall prepare and submit, at the annual meeting and whenever so requested by the Executive Board, a complete financial statement of the Association. The duties of the Treasurer shall be assumed by the Secretaries in the event that the Treasurer is unable/unavailable to execute their duties.

f. In the event of any vacancy on the Executive Board, a replacement from the Professional Membership will be selected by a two thirds (2/3) majority vote of the Executive Board and shall serve until the next Annual Election.

### **Section 3. Elections**

a. Election results for officers and members of the Executive Board are announced at the Spring membership meeting. The Co-Chair not up for re-election of the Association with the assistance of the Nominating Council run the elections. There are three methods of nomination.

1. Members who wish to be elected into any position must provide the Nominating Council with a written statement of intent and two (2) letters of support from Professional Members to be delivered through the Secretaries of the Association 60 days before the Spring meeting. The member will be informed of the nomination 40 days prior to the Spring meeting.
2. A Nominating Council appointed annually by the Executive Board between the general membership meetings shall make nominations. Such a Nominating Council shall consist of at least three (3) Professional Members of the Association, but no more than five (5), of whom no more than two (2) shall be members of the Executive Board.
3. Members may gain inclusion on the ballot by soliciting any five (5) Professional Members of the Association, provided that such nominations are made in writing, signed by said members, and delivered to the Secretaries of the Association no later than 28 days before the Spring meeting.

No person shall accept nomination for more than one category.

b. At least twenty (20) days before the date of the Spring meeting, a ballot and voting instructions, per Article VII, Section 3, shall be communicated to all Professional, Early Career, Affiliated, and Emeritus Members listing all nominations for officers and members of the Executive Board. A separate ballot for the Early Career position will be sent to the body of the Early Career Members.

After the receipt of the ballot, voting will remain open until 24 hours before the start of the annual meeting, Officers and members of the Executive Board shall be elected according to the following rules:

1. The nominees for the offices of one (1) Co-Chair, one (1) Vice Chair, and one (1) Secretary who receive the greatest number of votes shall be elected.
2. The nominees for the office of Treasurer, Member at Large, and Early Career Representative who receive the greatest number of votes shall be elected.
3. The nominees for the Regional Representatives who receive the greatest number of votes shall be elected. In the first election after ratification of this Constitution, the two nominees who receive the greatest number of votes shall be elected for a term of (3) years; the nominees who receive the third and fourth greatest number of votes shall be

elected for a term of (2) years; and the nominees who receive the fifth and sixth greatest number of votes shall be elected for a term of one (1) year. Thereafter, each Regional Representative shall serve for a term of three (3) years.

4. In the event of a tie for any office, the Executive Board shall determine by a simple majority vote which of the nominees tied for the office shall serve.

Newly elected Officers and Members of the Executive Board shall take office July 1st. The new officers are to avail themselves for a transition period prior to taking office.

## **ARTICLE V. MEMBERSHIP MEETINGS**

### **Section 1. Annual Meetings**

Two (2) annual meetings of the Association Membership will be held at such date, time, and place(s) as the Executive Board may designate, said date to be inclusive, in each year.

### **Section 2. Special Meetings**

Special Meetings of the Association shall be called by the Secretaries at the direction of the Executive Board or upon the written request of five percent (5%) of the Professional Members. The notice of a special meeting shall state the purposes thereof and no other business shall be transacted at the meeting. A referendum may be proposed but not voted on at a Special Meeting.

### **Section 3. Notice of Meetings**

Notice of the time and place of annual and special meetings of the membership shall be communicated to each member of the Association per Article VII, Section 1. Notice of the Annual meeting shall be sent at least twenty (20) days before the date thereof; notice of a Special Meeting shall be sent at least ten (10) days before the date thereof.

### **Section 4. Regional Membership Meetings**

There shall be regional membership meetings of the Association scheduled at least once per year presided over by the Regional Representatives from the Executive Board. Every effort will be made to alternate meeting days (and times) so that working members may attend. Any important issues that arise from these meetings are to be reported by the Regional Representative to the Executive Board.

### **Section 5. Quorum**

At all meetings of the Association, ten percent (10%) of the Professional Members shall constitute a quorum. In the absence of a quorum, the meeting may be continued at the discretion of the presiding officer, but no official business of the Association shall be

transacted.

### **Section 6. Right to Vote**

All Professional, Early Career, Affiliated, and Emeritus Members shall have the right to vote in elections, and at membership and committee meetings of the Association. Each Professional, Early Career, Affiliated, and Emeritus Member of the Association shall have the right to one vote, in person, online, or by proxy, subject to reasonable regulations by the Executive Board governing the manner of voting by proxy.

### **Section 7. Rules of Order**

The rules contained in the current edition of Robert's Rules of Order ([www.rulesonline.com](http://www.rulesonline.com)) shall govern this Association in all cases to which they are applicable and in which they are not in conflict with this Constitution and by-laws, and any standing orders, which this Association may adopt.

## **ARTICLE VI. SUSPENSION OF MEMBERS**

### **Section 1. Suspension**

a. If any member violates any provision of the Constitution, the Executive Board may at its discretion suspend said member from the privilege of membership. Such action requires a two-thirds (2/3) vote of the Executive Board.

b. Any member of the Association determined to be in Conflict-of-Interest, as shall be defined by the Executive Board from time to time, shall be suspended from membership. The Membership Committee may determine that a re-classification of the Membership Category will remove the conflict, and may offer re-classification, instead of suspension, to the member so determined to be in Conflict-of-Interest.

c. Members may be dismissed from membership for non-payment of dues, subject to such grace period as the Executive Board may from time to time determine. Members may also voluntarily suspend their membership for any reason by contacting the Membership Committee. Such Members may be restored to membership subject to such guidelines as the Executive Board may from time to time determine.

### **Section 2. Appeal**

From any disciplinary action inflicted in this Article, the member disciplined may appeal to the membership of the Association, which shall determine the appeal by a two thirds (2/3) majority vote of those members present at a special meeting duly called for such purpose.

### **Section 3. Notice of Disciplinary Action**

Notification shall be sent to the offending member as specified in Article VII, Section 2.

## **ARTICLE VII. NOTICES**

### **Section 1. General Notices**

All notices and communications to members of the Association shall be sent by electronic communication to the latest electronic address furnished by the member to the Association.

### **Section 2. Notification of Disciplinary Action**

The Executive Board shall inform the offending member by written notice, which shall be served upon the member by registered or certified mail and email, directed to the member's address as it appears on the books or record of the Association thirty (30) days before appropriate disciplinary action shall take place. Said notice shall state disciplinary action contemplated by the Executive Board together with its reasons.

### **Section 3. Secure Web-Based Voting**

All voting on members of concern to the Association, including, but not limited to, elections and referendums, may take place via secure web-based voting. The Executive Board shall select a provider of secure web-based voting, provided that no member of the Executive Board has any conflict of interest with the provider selected.

## **ARTICLE VIII. GENERAL CLAUSES**

If any portion of this Constitution shall be, or held to be, illegal, such portion shall be deemed to be separable from the other portion of the Constitution and shall not affect the same.

## **ARTICLE IX. DISSOLUTION**

By resolution adopted by the Executive Board and ratified by a two-thirds (2/3) majority of the Professional Members in good standing present in person or by proxy at a special meeting called for the purpose, a referendum concerning the dissolution of this Association shall be submitted to the Professional, Early Career, Affiliated, and Emeritus Membership, which referendum shall require a two-thirds (2/3) majority vote to pass. Upon such dissolution all assets and property of the Association, after payment of all necessary expenses and debts, shall be distributed to organizations exempt from Federal Income Tax under the provision of Section 501 (c)(6) of the Internal Revenue Code of 1954, as amended. The Executive Board shall have the full power to settle up the affairs of the Association and to sell and dispose of and to give good title to any and all of its property, both real and personal, and shall make division in accordance with the terms of this article.

## **ARTICLE X. AMENDMENTS**

The Executive Board or any ten (10) Professional Members in good standing, by petition in writing addressed to the Executive Board, may propose amendment to or repeal of the existing Constitution or adoption of a new Constitution. Any such proposal shall be submitted to the membership at least two (2) weeks prior to any general membership meeting held during the course of the year, shall be discussed at said meeting, shall be submitted to the Professional, Early Career, Affiliated, and Emeritus Membership for referendum vote, and shall become effective if approved by at least two-thirds ( $2/3$ ) of those voting.